

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re: § **Chapter 11**

FIELDWOOD ENERGY LLC, *et al.*, § **Case No. 20-33948 (MI)**
§ **(Jointly Administered)**

Debtors.¹ §

DECLARATION OF ERIN M. CHOI IN SUPPORT OF THE DEBTORS'
RESPONSE IN OPPOSITION TO BP'S EMERGENCY MOTION TO COMPEL

I, Erin M. Choi, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a senior associate of the firm Weil, Gotshal & Manges LLP (“Weil”), which maintains an office for the practice of law at 700 Louisiana Street, Suite 1700, Houston, Texas 77002. I am an attorney at law, duly admitted and in good standing to practice in the State of Texas and I am admitted to practice before the U.S. District Courts for the Northern, Southern, and Eastern Districts of Texas. I have made an appearance in the above-captioned chapter 11 cases to represent Fieldwood Energy LLC (“Fieldwood”) and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy LLC (6778), Fieldwood Energy Inc. (4991), Fieldwood Onshore LLC (3489), Fieldwood SD Offshore LLC (8786), Fieldwood Energy Offshore LLC (4494), Fieldwood Offshore LLC (2930), GOM Shelf LLC (8107), FW GOM Pipeline, Inc. (8440), Galveston Bay Procession LLC (5703), Galveston Bay Procession LLC (0422), Fieldwood Energy SP LLC (1971), Dynamic Offshore Resources NS, LLC (0158), Bandon Oil and Gas, LP (9266), and Bandon Oil and Gas GP, LLC (9172). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

2. I submit this Declaration in support of the *Debtors' Response in Opposition to BP's Emergency Motion to Compel* (the “**Response**”), filed concurrently herewith in the above-captioned proceeding.

3. Attached as Exhibit A is a true and correct copy of an email exchange between BP’s counsel and the Debtors’ counsel concerning the Debtors’ data room index, with the latest message being sent May 5, 2021 at 2:39 p.m.

4. I hereby declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: May 6, 2021
Houston, Texas

/s/ Erin M. Choi
Erin M. Choi

Exhibit A

From: weirj@gtlaw.com
Sent: Wednesday, May 5, 2021 2:39 PM
To: Choi, Erin; JamrokG@gtlaw.com; duewallc@gtlaw.com; burrerk@gtlaw.com; HeyenS@gtlaw.com; KurzweilD@GTLAW.com; petriem@gtlaw.com; bakaren@gtlaw.com
Cc: Perez, Alfredo; Liou, Jessica; Carlson, Clifford; FWE Lit Team
Subject: RE: In re Fieldwood Energy | Debtors' Responses and Objections to BP Second Requests

Erin,

Upon further consideration, we need to know each person or entity that executed a confidentiality agreement and obtained access to the virtual data room as part of the 2020 M&A process and Fieldwood to produce the offers, bid letters, and other indications of interest that Fieldwood received last year in response to the 2020 M&A process. As to the Index, we need the information that was made available to potential purchasers as part of the 2020 M&A process because it provides necessary context and clarity for interpreting the offers, bid letters, and other indications of interest. We have reviewed the index once again and vast portions of it are undecipherable, containing document descriptions such as the following, by way of example:

| |
|----------|
| 17950_00 |
| 19526 |
| 19526_00 |
| 19527 |
| 19527_00 |
| 19529 |
| 19529_00 |
| 19530 |
| 19530_00 |
| 19531 |
| 19531_00 |
| 17950_10 |
| 19532 |
| 19532_00 |

Obviously, we are unable to identify what these documents are, and which documents were made available to potential purchasers as part of the 2020 M&A process, based upon this type of document identifier. Only the Debtors are in a position to identify which materials on the Index are responsive.

It is our preference not to file an emergency motion to compel. Again, the protective order allows you to designate material as Confidential and Highly Confidential. We would like to have one last call to attempt to work this issue out. We are available any time after 5:00 PM today. Please let us know what time works for you.

Thank you,

Jared

Jared Weir
Associate

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From: Choi, Erin <Erin.Chi@weil.com>
Sent: Tuesday, May 4, 2021 3:51 PM
To: Weir, Jared (Assoc-DAL-LT) <weirj@gtlaw.com>; Jamrok, Gail (Para-Hou-BKY-LT) <JamrokG@gtlaw.com>; Duewall, Craig (Shld-AUS-LT) <duewallc@gtlaw.com>; Burer, Karl (Shld-HOU-Bky) <burrerk@gtlaw.com>; Heyen, Shari L. (Shld-Hou-Bky) <HeyenS@gtlaw.com>; Kurzweil, David (Shld-Atl-FinInst) <Kurzweild@GTLAW.com>; Petrie, Matthew A. (Assoc-ATL-FinInst) <petriem@gtlaw.com>; Bakare, Nicole (Assoc-HOU-LT) <bakaren@gtlaw.com>
Cc: Perez, Alfredo <alfredo.perez@weil.com>; Liou, Jessica <jessica.liou@weil.com>; Carlson, Clifford <Clifford.Carlson@weil.com>; FWE Lit Team <fwe.lit.team@weil.com>
Subject: RE: In re Fieldwood Energy | Debtors' Responses and Objections to BP Second Requests

Jared,

It is fine for you to share the index with your client. Please let us know if you intend to identify any items on the index to ask about, as discussed on our meet and confer last week. Also, as previously discussed, this data room does not currently exist, so we are not able to simply "grant access" to these 19,000+ documents with the click of a button.

Thanks,

Erin



Erin M. Choi

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From: weirj@gtlaw.com <weirj@gtlaw.com>
Sent: Tuesday, May 4, 2021 12:54 PM
To: Choi, Erin <Erin.Chi@weil.com>; JamrokG@gtlaw.com; duewallc@gtlaw.com; burrerk@gtlaw.com; HeyenS@gtlaw.com; Kurzweild@GTLAW.com; petriem@gtlaw.com; bakaren@gtlaw.com
Cc: Perez, Alfredo <alfredo.perez@weil.com>; Liou, Jessica <jessica.liou@weil.com>; Carlson, Clifford <Clifford.Carlson@weil.com>; FWE Lit Team <fwe.lit.team@weil.com>
Subject: RE: In re Fieldwood Energy | Debtors' Responses and Objections to BP Second Requests

Erin,

Thank you for your prompt response. Candidly, this discussion is teetering on the brink of silliness and wasting valuable time. We are talking about an Index. That Index does not appear to contain any information that may properly be

categorized as Highly Confidential. We should be permitted to show the Index to anyone bound by the Protective Order.

Additionally, there are over 19,700 entries on the Index and thousands of those entries are practically indecipherable. We are requesting access to (or production of) all information on the Index that, as described in the Disclosure Statement, was made available to potential purchasers as part of the 2020 M&A process and/or that was provided to the Creditors Committee's advisors. Based on our extensive discussions with you, we believe 100% of that information is on the Index. If there are documents in the Index that are outside of that scope, we are not seeking that information as part of our Request for Production Nos. 24 and 25. Please let us know by 5:00 PM today (May 4) whether you will produce the requested materials or provide access to the same.

As to Interrogatory No. 4 and Request for Production Nos. 23 and 26, it seems unlikely that the requested information and materials were ever part of a virtual data room. Regardless of whether they are on the Index, however, please provide that information and those materials—including copies of any offers, bid letters, or other indications of interest that Fieldwood received last year. Again, please let me know by 5:00 PM today whether you will provide the requested information and materials.

Sincerely,

Jared

Jared Weir
Associate

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From: Choi, Erin <Erin.Chi@weil.com>
Sent: Tuesday, May 4, 2021 9:49 AM
To: Weir, Jared (Assoc-DAL-LT) <weirj@gtlaw.com>; Jamrok, Gail (Para-Hou-BKY-LT) <JamrokG@gtlaw.com>; Duewall, Craig (Shld-AUS-LT) <duewallc@gtlaw.com>; Burer, Karl (Shld-HOU-Bky) <burrerk@gtlaw.com>; Heyen, Shari L. (Shld-Hou-Bky) <HeyenS@gtlaw.com>; Kurzweil, David (Shld-Atl-FinInst) <KurzweilD@GTLAW.com>; Petrie, Matthew A. (Assoc-ATL-FinInst) <petriem@gtlaw.com>; Bakare, Nicole (Assoc-HOU-LT) <bakaren@gtlaw.com>
Cc: Perez, Alfredo <alfredo.perez@weil.com>; Liou, Jessica <jessica.liou@weil.com>; Carlson, Clifford <Clifford.Carlson@weil.com>; FWE Lit Team <fwe.lit.team@weil.com>
Subject: RE: In re Fieldwood Energy | Debtors' Responses and Objections to BP Second Requests

Jared—

Thanks for your email. Can you please identify the specific people with whom you want to share the index who cannot otherwise access highly confidential information? Please let us know and we will revert quickly.

Erin



Erin M. Choi

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From: weirj@gtlaw.com <weirj@gtlaw.com>
Sent: Tuesday, May 4, 2021 9:41 AM
To: Choi, Erin <Erin.Chi@weil.com>; JamrokG@gtlaw.com; duewallc@gtlaw.com; burrerk@gtlaw.com; HeyenS@gtlaw.com; Kurzweild@GTLAW.com; petriem@gtlaw.com; bakaren@gtlaw.com
Cc: Perez, Alfredo <alfredo.perez@weil.com>; Liou, Jessica <jessica.liou@weil.com>; Carlson, Clifford <Clifford.Carlson@weil.com>; FWE Lit Team <fwe.lit.team@weil.com>
Subject: RE: In re Fieldwood Energy | Debtors' Responses and Objections to BP Second Requests

Erin,

The Index you sent over is designated Highly Confidential but it does not appear to contain enough detail to pose a material threat to FWE's sensitive information. Additionally, the Highly Confidential designation is hampering our ability evaluate the Index. Therefore, I wanted to make sure that you intentionally marked the Index Highly Confidential and were not just notifying us that certain items on the Index are Highly Confidential. Please clarify by early afternoon today.

Thank you,

Jared

Jared Weir
Associate

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From: Choi, Erin <Erin.Chi@weil.com>
Sent: Monday, May 3, 2021 9:55 PM
To: Weir, Jared (Assoc-DAL-LT) <weirj@gtlaw.com>; Jamrok, Gail (Para-Hou-BKY-LT) <JamrokG@gtlaw.com>; Duewall, Craig (Shld-AUS-LT) <duewallc@gtlaw.com>; Burer, Karl (Shld-HOU-Bky) <burrerk@gtlaw.com>; Heyen, Shari L. (Shld-Hou-Bky) <HeyenS@gtlaw.com>; Kurzweil, David (Shld-Atl-FinInst) <Kurzweild@GTLAW.com>; Petrie, Matthew A. (Assoc-ATL-FinInst) <petriem@gtlaw.com>; Bakare, Nicole (Assoc-HOU-LT) <bakaren@gtlaw.com>
Cc: Perez, Alfredo <alfredo.perez@weil.com>; Liou, Jessica <jessica.liou@weil.com>; Carlson, Clifford <Clifford.Carlson@weil.com>; FWE Lit Team <fwe.lit.team@weil.com>
Subject: RE: In re Fieldwood Energy | Debtors' Responses and Objections to BP Second Requests

Jared,

We sent you the index for the data room. Are you intending to identify any items on it to ask about?

Thanks,

Erin

Weil

Erin M. Choi

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From: weirj@gtlaw.com <weirj@gtlaw.com>

Sent: Monday, May 3, 2021 4:36 PM

To: Choi, Erin <Erin.Chi@weil.com>; JamrokG@gtlaw.com; duewallc@gtlaw.com; burrerk@gtlaw.com; HeyenS@gtlaw.com; KurzweilD@GTLAW.com; petriem@gtlaw.com; bakaren@gtlaw.com

Cc: Perez, Alfredo <alfredo.perez@weil.com>; Liou, Jessica <jessica.liou@weil.com>; Carlson, Clifford <Clifford.Carlson@weil.com>; FWE Lit Team <fwe.lit.team@weil.com>

Subject: RE: In re Fieldwood Energy | Debtors' Responses and Objections to BP Second Requests

Erin,

Good afternoon. We have reviewed the discovery responses you served on April 30, 2021. We have also reviewed the index of the virtual data room you sent on the same date. After further consideration, BP is entitled to a substantive response to Interrogatory No. 4 as well as the information from the data room/data-room access and the other material sought in Requests for Production 23–26.

Given our numerous and lengthy discussions, I suspect that Debtors have not changed their position on these issues over the weekend. Nevertheless, please confirm by noon tomorrow (Tuesday) that Debtors remain unwilling to provide full virtual-data-room access/produce those documents and the other material sought in the above-identified interrogatory and requests for production. Unless Debtors have changed their position, we intend to seek relief from the Court early tomorrow afternoon.

Based on the Court's response to Apache's letter brief, it appears the Court wants the parties to handle discovery disputes with standard motions and emergency motions. Therefore, we intend to file an emergency motion instead of a letter brief.

Sincerely,

Jared

Jared Weir
Associate

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GT Greenberg Traurig

From: Choi, Erin <Erin.Chi@weil.com>

Sent: Friday, April 30, 2021 6:32 PM

To: Jamrok, Gail (Para-Hou-BKY-LT) <JamrokG@gtlaw.com>; Duewall, Craig (Shld-AUS-LT) <duewallc@gtlaw.com>;

Burrer, Karl (Shld-HOU-Bky) <burrerk@gtlaw.com>; Heyen, Shari L. (Shld-Hou-Bky) <HeyenS@gtlaw.com>; Kurzweil, David (Shld-Atl-FinInst) <KurzweilD@GTLAW.com>; Petrie, Matthew A. (Assoc-ATL-FinInst) <petriem@gtlaw.com>; Bakare, Nicole (Assoc-HOU-LT) <bakaren@gtlaw.com>; Weir, Jared (Assoc-DAL-LT) <weirj@gtlaw.com>
Cc: Perez, Alfredo <alfredo.perez@weil.com>; Liou, Jessica <jessica.liou@weil.com>; Carlson, Clifford <Clifford.Carlson@weil.com>; FWE Lit Team <fwe.lit.team@weil.com>
Subject: In re Fieldwood Energy | Debtors' Responses and Objections to BP Second Requests

EXTERNAL TO GT

Counsel,

Attached please find the *Debtors' Responses and Objections to BP Exploration & Production Inc.'s First Set of Interrogatories and Second Set of Requests for Production of Documents to the Debtors*. You should have already received a link to the FWE – Confirmation Discovery folder on Box, which contains documents responsive to your requests. If you have any issues accessing the FWE – Confirmation Discovery folder, please contact Ron Miller (Ron.Miller@weil.com).

As BP requested during the parties' meet and confer on April 28, 2021, the Debtors attach a spreadsheet containing an index of the contents of the Debtors' summer marketing process data room. This spreadsheet has been marked as HIGHLY CONFIDENTIAL – PROFESSIONAL EYES ONLY, and should not be shared with clients.

Best,
Erin

Weil

Erin M. Choi

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